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Securities Code: 6493
June 8, 2020

To: Our Shareholders,

Nittan Valve Co., Ltd.
518 Soya, Hadano-shi, Kanagawa
Toshimichi Kimbara
President and Representative Director

NOTICE OF CONVOCATION OF THE 98th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

Notice is hereby given that the 98th Annual General Meeting of Shareholders of the Company ("the Meeting") will be held as described hereinbelow. You are cordially invited to attend the Meeting.

In taking into account the situation that the spread of novel coronavirus infection disease (COVID-19) is still concerned, we would like to request you to exercise your voting rights by using a voting form or by electromagnetic means as much as possible, in order to ensure your safety and prevent the spread of infection. In addition, when you attend the Annual General Meeting of Shareholders, we would like to request you to wear a mask. Furthermore, when we take preventive measures for infection in the place for the Annual General Meeting of Shareholders, we would appreciate your cooperation.

If you are unable to attend the Meeting in person, you may exercise your voting rights by using a voting form or by electromagnetic means. Please review the "Reference Material for the 98th Annual General Meeting of Shareholders" attached hereto and send us the enclosed voting form via return mail by 5:10 p.m., Tuesday, June 23, 2020, indicating your votes for or against the proposals.

Notice of the Meeting

1. Date and time: Wednesday, June 24, 2020 at 10:00 a.m.

2. Place: Main conference room at the head office of Nittan Valve Co., Ltd.
518 Soya, Hadano-shi, Kanagawa
(Please refer to "the information map for the General Meeting of Shareholders" on the back surface)

3. Objectives of the Meeting:

Matters to be reported:

1. The Annual Business Report and the Consolidated Financial Statements for the 98th Fiscal Year (From April 1, 2019 to March 31, 2020); Report of the Independent Auditor on the results of the audit on the Consolidated Financial Statements ;and Report of the Board of Company Auditors on the results of the audit on the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the 98th Fiscal Year (From April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal #1: Disposition of Surplus
Proposal #2: Election of thirteen (13) Directors
Proposal #3: Appointment of four (4) Company Auditors
Proposal #4: Determination of compensation in order to grant transfer-restricted shares to Directors

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When you attend the meeting in person, please present the enclosed voting form to the receptionist at the Meeting.

As the following matters are reported on the Company's website (https://www.niv.co.jp) in accordance with the provisions of lows and regulations and Article 15 of the Articles of Incorporation, they are not shown in the attached documents to the Notice of Convocation of the 98th Annual General Meeting of Shareholders:

1. Consolidated notes of consolidated financial statements, and
2. Individual notes of non-consolidated financial statements

Additionally, the consolidated and non-consolidated financial statements described in the attached documents to the Notice of Convocation of the 98th Annual General Meeting of Shareholders are a part of the documents audited by the accounting auditors and the company auditors when they formulated the accounting audit report and the audit report.

Any revision of the Reference Materials, the Annual Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements will be notified on the Company's website (https://www.niv.co.jp/).

Reference Materials for the 98th Annual General Meeting of Shareholders

Proposals and Matters for Reference

Proposal #1: Disposition of Surplus

It is desired that the surplus be disposed of as follows:

Concerning the year-end dividend

The Company, in taking a long-term view, has, whilst striving for strengthening its corporate constitution and giving consideration to the management environment and revenues, adopted that the payment of dividends on an on-going basis to the extent possible as a basic policy. With respect to the current term's year-end dividend, in giving comprehensive consideration to performance over the current term, future business development and various circumstances, it is considered desirable to proceed as follows:

(1) Allotment of dividends to shareholders and the total amount:
4 yen per common share and 115,538,120 yen in total
Note: The annual dividend including interim dividend for this fiscal year is 10 yen per share.

(2) Effective date of distribution of year-end dividend:
June 25, 2020

Proposal #2: Election of Thirteen (13) Directors

As the term of the thirteen (13) directors, Mr. Toshimichi Kimbara, Mr. Lee Tai Hwan, Mr. Hiroshi Ono, Mr. Kazuo Nakamoto, Mr. Fumio Inoue, Mr. Mitsuo Mutsuura, Mr. Masato Himura, Mr. Teruaki Ando, Mr. Ryuji Suzuki, Mr. Kazuo Ishigaki, Ms. Mika Kumahira, Mr. Noriyuki Kimata and Mr. Bo Yang, will expire at the conclusion of the Meeting, it is requested that there be an election of thirteen (13) directors.

The candidates for directors are as follows:

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
1	Toshimichi Kimbara (May. 28, 1958) Candidate for Reappointment	Apr. 1982 Joined the Company Sep. 2002 General Manager of Sales Department No.1, Sales Division of the Company Mar. 2004 General Manager of Purchasing Department of the Company Jun. 2007 Director of the Company Sep. 2007 Responsible for Administration Department and General Manager of Purchasing Department of the Company Jul. 2008 Responsible for Business Planning Department and General Manager of Purchasing Department of the Company Jun. 2009 General Manager of Manufacturing Division of the Company Jun. 2010 General Manager of Manufacturing Division and General Manager of NPM Department of the Company Jan. 2011 Responsible for Production Engineering Department and NPM Department as well as General Manager of Manufacturing Division of the Company Jun. 2011 Managing Director of the Company Jun. 2011 Responsible for Administration, Purchasing, Accounting, Business Planning and Manufacturing as well as General Manager of Manufacturing Division of the Company Dec. 2011 Responsible for Administration, Purchasing, Accounting, and Business Planning of the Company Apr. 2014 Responsible for Administration, Purchasing, Accounting, Business Planning and Production Engineering of the Company Jun. 2014 Executive Managing Director of the Company Jun. 2015 President and Representative Director of the Company (to present) Nov. 2016 Chief Officer of Business Operations of the Company	35,300
	Reasons for the nomination as candidate for director: Mr. Kimbara, with personal traits required of a director such as superior insights and high ethics, has abundant experiences and achievements accumulated through engagement in implementation of business strategy and corporate reform as a responsible person for Administrative overhead departments such as Sales, Purchasing and Administration over the years. He also has played a leading and supervising role in the group's management as a representative director since June 2015. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
2	Lee Tai Hwan (Dec. 1, 1964) Candidate for Reappointment	Apr. 1989 Joined Kia Motors Corporation Mar. 1995 Joined the Company Mar. 1995 Manager of Korean Office of the Company Jun. 2007 General Manager of Global Operations, Sales Division of the Company Jul. 2008 General Manager of Global Business, Sales Division of the Company Jan. 2010 General Manager of Sales Division and General Manager of Global Business of the Company Feb. 2010 General Manager of Sales Division of the Company Jun. 2011 Director of the Company Jun. 2011 General Manager of Business Development Department, Sales Division of the Company Dec. 2011 General Manager of Sales Division and General Manager of Business Development Department of the Company Jan. 2012 General Manager of Sales Division, General Manager of Business Development Department and General Manager of Sales Department of the Company Apr. 2012 General Manager of Sales Division of the Company Apr. 2013 Responsible for Sales Division and General Manager of Sales Division of the Company Jun. 2015 Managing Director of the Company Jun. 2015 Responsible for Sales Division, Administration Department of the Company Jul. 2015 Responsible for Sales Division, Administration Department and Productivity Innovation Department of the Company Feb. 2016 Responsible for Sales Division, Administration Department and Productivity Innovation Department as well as Global Compliance Officer of the Company Jun.2016 Managing Director and Executive Officer of the Company (to present) Nov.2016 Responsible for Sales Division, Administration Department and Productivity Innovation Department and Vice Chief Officer of Business Operations as well as Global Compliance Officer of the Company Dec. 2016 Responsible for Administration, Accounting and Business Planning, Sales Division, and Productivity Innovation Department and Vice Chief Officer of Business Operations, as well as Global Compliance Officer of the Company Jun. 2017 Responsible for Administration, Accounting and Business Planning, and Productivity Innovation Department, and Vice Chief Officer of Business Operations as well as Global Compliance Officer of the Company (to present) Mar. 2019 Responsible for Business Planning Department (to present) Jun. 2019 Senior Managing Director and Executive Officer of the Company (to present)	20,800
	Reasons for the nomination as candidate for director: Mr. Lee, with personal traits required of a director such as superior insights and high ethics, has contributed to expansion of the group's business through engagement in sales and overseas business operations of the Company and the group over the years. He had directed group companies as Managing Director and Executive Officer since June 2015, and has shown strong leadership as Senior Managing Director and Executive Officer since June 2019, based on his above-mentioned experience. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
3	Hiroshi Ono (Jun.15, 1961) Candidate for Reappointment	Apr. 1985 Joined Hazama Corporation (Currently named as HAZAMA ANDO CORPORATION) May 2006 Joined Feintool Japan Co. Ltd. Feb. 2008 Joined the Company Feb. 2008 In charge of Finance and Accounting of Overseas Project Sep. 2008 Seconded to Nittan Global Tech Co., Ltd. Sep. 2008 Business Planning and Administration Manager of Nittan Global Tech Co., Ltd. Dec. 2013 General Manager of Accounting Department of the Company Apr. 2016 General Manager of Accounting Department and General Manager of Business Planning Department of the Company Jun. 2016 Director and Executive officer of the Company (to present) Jun. 2016 Chief Financial Officer and Responsible for Accounting Department and Business Planning Department as well as General Manager of Accounting Department and General Manager of Business Planning Department of the Company Aug. 2017 Chief Financial Officer and Responsible for Accounting Department and Business Planning Department as well as General Manager of Business Planning Department of the Company (to present) Mar. 2019 CFO and Responsible for Accounting Department, Administration Department, and Human Resources Department as well as Global Compliance Officer of the Company (to present) Jun. 2019 Managing Director and Executive Officer of the Company (to present)	12,400
	Reasons for the nomination as candidate for director: Mr. Ono, with personal traits required of a director such as superior and high ethics, has extensive knowledge gained through engagement in domestic and overseas financing and accounting operations over the years. Recently, he directs and supervises Business Planning Department, Administration Department, and Human Resources Department, to contribute to corporate reform. He has shown strong leadership as Managing Director since June 2019, based on his above-mentioned experience. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
4	Fumio Inoue (Jan.30, 1961) Candidate for Reappointment	Mar. 1983 Joined the Company Jan. 2005 Seconded to PT. Federal Nittan Industries Apr. 2007 Plant Manager of Sanyo Plant, Manufacturing Division of the Company Jun. 2009 Vice General Manager of Manufacturing Division and Plant Manager of Gear & VCP Plant of the Company Jun. 2009 Director of the Company Jun. 2010 Responsible for Sales Division of the Company Jun. 2011 General Manager of Sales Division of the Company Dec. 2011 General Manager of Manufacturing Division of the Company Apr. 2013 Responsible for Manufacturing Division and General Manager of Manufacturing Division of the Company Jun. 2015 Responsible for Manufacturing Division and Purchasing Department as well as General Manager of Manufacturing Division of the Company Jun. 2016 Director and Executive Officer of the Company (to present) Jun. 2016 Responsible for Manufacturing Division and General Manager of Manufacturing Division of the Company Nov. 2016 Responsible for Purchasing Department of the Company Mar. 2019 Responsible for Purchasing Department and Productivity Innovation Department of the Company (to present)	48,000
	Reasons for the nomination as candidate for director: Mr. Inoue, with personal traits required of a director such as superior insights and high ethics, has contributed to implementation of manufacturing strategy and reform through engagement in manufacturing of the Company and the group over the years. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
5	Mitsuo Mutsuura (Dec. 4, 1959) Candidate for Reappointment	Mar. 1983 Joined the Company Oct. 2001 General Manager of Technology Development Department No.1, R&D Center of the Company Oct. 2002 General Manager of Technology Development Department, R&D Center of the Company Apr. 2004 General Manager of Technology Development Department No.2, R&D Center of the Company Dec. 2005 Seconded to Nittan (Thailand) Co., Ltd. Apr. 2010 General Manager of Technology Development Department and General Manager of Product Development Department, Technical Division of the Company Jun. 2011 General Manager of Technical Division as well as General Manager of Technology Development Department and General Manager of Product Development Department, Technical Division of the Company Apr. 2012 General Manager of Technical Division and General Manager of Technology Development Department, Technical Division of the Company Jun. 2012 Director of the Company Apr. 2013 General Manager of Technical Division of the Company May. 2014 Responsible for Technical Division and Prototype Development Department as well as General Manager of Technical Division of the Company Jun. 2015 Responsible for Technical Division, Prototype Development Department and Production Engineering Department as well as General Manager of Technical Division of the Company Jun. 2016 Director and Executive Officer of the Company (to present) Jun. 2016 Responsible for Quality Assurance Department, Purchasing Department and Production Engineering Department of the Company Nov. 2016 Responsible for Quality Assurance Department and Production Engineering Department of the Company Jun. 2017 Responsible for Quality Assurance Department of the Company Mar. 2019 Chief Officer of Business Operations and Responsible for Manufacturing Division No.1 and Quality Assurance Department of the Company (to present)	12,600
	Reasons for the nomination as candidate for director: Mr. Mutsuura, with personal traits required of a director such as superior insights and high ethics, has contributed to the Company's unique technology establishment and new product development through engagement in its technology and product development over the years. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
6	Masato Himura (Jan. 20, 1959) Candidate for Reappointment	Mar. 1981 Joined the Company Apr. 2003 General Manager of Product Design Department, R&D Center of the Company Apr. 2004 General Manager of Technology Development Department No.1, R&D Center of the Company Dec. 2005 General Manager of Technology Development Department No.2, R&D Center of the Company Jul. 2006 General Manager of Product Development Department, Technical Division of the Company Jun. 2007 General Manager of Technology Development Department, Technical Division of the Company Feb. 2010 Seconded to Nittan (Thailand) Co., Ltd. Apr. 2013 General Manager of Tooling Department, Manufacturing Division of the Company Feb. 2015 General Manager of Technical Department No.1, Technical Division of the Company Apr. 2016 Vice General Manager of Technical Division of the Company Jun. 2016 Director and Executive Officer of the Company (to present) Jun. 2016 Responsible for Technical Division, Prototype Development Department as well as General Manager of Technical Division, Supervisor of Hollow Valve Strategy of the Company Jun. 2017 Responsible for Technical Division, Prototype Development Department, Advanced Development Department as well as General Manager of Technical Division, Supervisor of Hollow Valve Strategy of the Company Jun. 2018 Responsible for Technical Division, Prototype Development Department, Advanced Development Department as well as Supervisor of Hollow Valve Strategy of the Company Jul. 2018 Director of the Company (to present) Jul. 2018 Responsible for Technical Division and Supervisor of Hollow Valve Strategy of the Company Mar. 2019 Responsible for Technical Division and Hollow Valve Project (Supervisor) of the Company (to present)	4,700
	Reasons for the nomination as candidate for director: Mr. Himura, with personal traits required of a director such as superior insights and high ethics, has contributed to the Company's unique technology establishment and new product development through engagement in its technology and product development over the years. Recently, he directs and supervises a wide range including Hollow Valve Project, having achievements in business expansion of the Company. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
7	Teruaki Ando (Jun. 9, 1963) Candidate for Reappointment	Apr. 1986 Joined the Company Dec. 2005 General Manager of Technical Development Department No.1, Technical Division of the Company Jul. 2006 General Manager of Technical Development Department, Technical Division of the Company Jun. 2007 General Manager of Product Development Department, Technical Division of the Company Sep. 2008 Seconded to Nittan Global Tech Co., Ltd. Sep. 2008 Technical Manager of Nittan Global Tech Co., Ltd. Jan. 2010 General Manager of Global Operations, Business Planning Department of the Company Jun. 2011 General Manager of Global Operations of the Company Mar. 2013 Seconded to Nittan Global Tech Co., Ltd. Mar. 2013 Vice President of Nittan Global Tech Co., Ltd. Mar. 2014 President and Representative Director of Nittan Global Tech Co., Ltd. Jun. 2017 Director and Executive Officer of the Company (to present) Jun. 2017 Responsible for Production Engineering Department of the Company Mar. 2019 Vice Chief Officer of Business Operation and Responsible for Manufacturing Division No.2 and Production Engineering Department of the Company (to present)	18,270
	Reasons for the nomination as candidate for director: Mr. Ando, with personal traits required of a director such as superior insights and high ethics, has contributed not only to the technology and product development over the years, but also the management of overseas business and business expansion of the group companies. Recently, he has wide experiences and achievements in direction and supervisory for Manufacturing Department as Vice Chief Officer of Business Operations. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.		

<table>
<tr><th>Candidate Number</th><th>Name
(Date of Birth)</th><th>Bio, Position, and Responsibilities in the Company and Important Concurrent Positions</th><th>Number of Shares of the Company owned</th></tr>
<tr><td rowspan="2">8</td><td>Ryuji Suzuki
(Dec. 24, 1964)

Candidate for Reappointment</td><td>Apr. 1988 Joined Toyo Computer Service Co., Ltd.
May 1992 Joined the Company
Apr. 2012 General Manager of Sales Department No.1, Sales Division of the Company
Jun. 2015 General Manager of Sales Division and Sales Department No.1, Sales Division of the Company
Jun. 2017 Director and Executive Officer of the Company (to present)
Jun. 2017 Responsible for Sales Division, Vice Supervisor of Hollow Valve Strategy of the Company
Jun. 2018 Director of the Company (to present)
Mar. 2019 Responsible for Sales Division, GMO (Global Management Officer)(Vice Supervisor), and Hollow Valve Project (Vice Supervisor) (to present)</td><td>6,000</td></tr>
<tr><td colspan="2">Reasons for the nomination as candidate for director:
Mr. Suzuki, with personal traits required of a director such as superior insights and high ethics, has contributed to the expansion of the market through engagement in sales of the Company and the group companies over the years. Recently, he is engaged in management for overseas business of the group, having wide experiences and achievements in sales and overseas business domains. He has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.</td></tr>
<tr><td rowspan="2">9</td><td>Yoshimoto Kurihara
(Feb. 17, 1965)

Candidate for New appointment</td><td>Apr. 1988 Joined MEIDENSHA CORPORATION
Apr. 1998 Joined Eaton Japan Co., Ltd.
Sep. 2008 Joined the Company
Apr. 2012 General Manager of Sales Department No.2, Sales Division of the Company
Jun. 2017 General Manager of Sales Division, Sales Department No.1, and No.2 of the Company
Mar. 2018 General Manager of Sales Division, Sales Department No2. of the Company
Jun. 2018 Executive Officer of the Company (to present)
Oct. 2019 General Manager of Sales Division, Sales Department No.1, and No.2 of the Company (to present)</td><td>2,800</td></tr>
<tr><td colspan="2">Reasons for the nomination as candidate for director:
Mr.Kurihara, with personal traits required of a director such as superior insights and high ethics, has been engaged in sales in global companies, and contributed to sales expansion of the Company’s products in Sales Divisions of the Company and group companies, accumulating abundant overseas experiences and actual results in sales domain. Recently, he directs and supervises Sales Division, as Executive Officer, having achievements in management. In taking into account these achievements, he has been nominated as director based on expectations that he will continuously contribute to increasing corporate value of the group, by utilizing high specialty, abundant experience and achievements.</td></tr>
</table>

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
10	Kazuo Ishigaki (Apr. 30, 1952) Candidate for Reappointment Candidate for Outside Director Candidate for Independent Director	Apr. 1978 Joined Kumagai Gumi Co., Ltd. Jun. 2006 Director and Executive Officer as well as General Manager of Civil Engineering Management Division of Kumagai Gumi Co., Ltd. Apr. 2007 Managing Director and Managing Executive Officer as well as General Manager of Civil Engineering Management Division of Kumagai Gumi Co., Ltd. Apr. 2012 Senior Managing Director and Senior Managing Executive Officer as well as General Manager of Civil Engineering Management Division of Kumagai Gumi Co., Ltd. Apr. 2014 Director and Executive Vice President as well as Executive Vice President of Kumagai Gumi Co., Ltd. Jul. 2017 Senior Adviser of Kumagai Gumi Co., Ltd. (to present) Jun. 2018 Director of the Company (to present) Jul. 2018 Friend of the company, Kumagai Gumi Co., Ltd. (Part-time Adviser) (to present) (Important Concurrent Position at Other Company) Part-time Adviser of Kumagai Gumi Co., Ltd.	2,500
	Reasons for the nomination as candidate for outside director: Mr. Ishigaki with personal traits required of a director such as superior insights and high ethics, has management know-how accumulated as the top of Civil Engineering Management Division of Kumagai Gumi Co., Ltd. over the years. He has given advice for management-related items of the Company as outside director based on his abundant experiences and achievements since June 2018, to fulfill his duties sufficiently. He has been nominated as outside director based on expectations that he will help to enhance the decision-making and supervisory function of the board of directors of the Company, by giving a wealth of advice on management of the Company.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
11	Mika Kumahira (Sep. 22, 1960) Candidate for Reappointment Candidate for Outside Director Candidate for Independent Director	Apr. 1985 Joined Kumahira Co., Ltd. May 1989 Director of Kumahira Co., Ltd. Jun. 1990 Managing Director of Tokyo Kumahira Co., Ltd. Apr. 1993 Representative Director of the Bear Group Inc. Apr. 1997 Representative Director of Atech Kumahira Co., Ltd. (to present) Apr. 2004 Director of Culture Convenience Club Co., Ltd. Apr. 2009 President of Japan Professional School of Education Apr. 2011 Representative Director of Kumahira Security Foundation (to present) Apr. 2014 President of Career College, Diversity Promotion Organization, Showa Women's University (to present) May 2014 President of AFS Intercultural Programs, Japan Sep. 2015 Representative Director of 21st Learning Institute (to present) Jun. 2019 Director of the Company (to present) Feb. 2020 Outside Company Auditor of Kewpie Corporation (to present) (Important Concurrent Position at Other Company) Representative Director of Atech Kumahira Co., Ltd. Representative Director of Kumahira Security Foundation President of Career College, Diversity Promotion Organization, Showa Women's University Representative Director of 21st Learning Institute Outside Company Auditor of Kewpie Corporation.	0
	Reasons for the nomination as candidate for outside director: Ms. Kumahira, with personal traits required of a director such as superior insights and high ethics, acts as officer in companies and organization, has abundant experiences and is engaged in establishment of corporate vision and corporate reform, to have achievements in management-related items. She has given advice for management-related items of the Company as outside director, based on her highly specialized knowledge and achievements since June 2019, to fulfill her duties sufficiently. She has been nominated as outside director based on expectations that she will contribute to promotion of corporate operation and diversity, by giving advice for management-relate items of the Company.		

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
12	Noriyuki Kimata (Jul.6, 1955) Candidate for Reappointment Candidate for Outside Director	Apr. 1978 Joined Daini Seikosha Co., Ltd. (Currently named as Seiko Instruments Inc.) Feb. 2005 Joined Eaton Fluid Power Ltd. Feb. 2005 President and Representing Director of Eaton Fluid Power Ltd. Jan. 2008 President and Representing Director of Eaton Japan Co., Ltd. (to present) Jan. 2008 President and Representing Director of Eaton Filtration Ltd. (to present) Jan. 2011 President and Representing Director of Eaton Industries (Japan) Ltd. (to present) Jun. 2013 Director of the Company (to present) Oct. 2016 President and Representing Director of Eaton Electric (Japan) Ltd. (to present) Oct. 2016 President and Representing Director of Cooper Industries Japan K.K. (to present) Sep. 2018 President of Eaton Japan GK (to present) (Important Concurrent Positions at Other Company) Country Manager of Eaton Corporation President and Representing Director of Eaton Japan Co., Ltd. President and Representing Director of Eaton Filtration Ltd. President and Representing Director of Eaton Industries (Japan) Ltd. President and Representing Director of Eaton Electric (Japan) Ltd. President and Representing Director of Cooper Industries Japan K.K. President of Eaton Japan GK	0
	Reasons for the nomination as candidate for outside director: Mr. Kimata, with personal traits required of a director such as superior insights and high ethics, has management know-how accumulated as Country Manager of a Japanese representative company of Eaton Corporation being a largest shareholder of the Company and having an ongoing business partnership over a long period of time with the Company as well as President and Representative Director of subsidiaries of Eaton Corporation including Eaton Japan Co., Ltd. He has given advice for management-related items of the Company as outside director, based on his abundant experiences and broad knowledge since June 2013, to fulfill his duties sufficiently. He has been nominated as outside director based on expectations that he will help to enhance the decision-making and supervisory function of the board of directors of the Company, by giving a wealth of advice on management of the Company.		

<table>
<tr><th>Candidate Number</th><th>Name
(Date of Birth)</th><th>Bio, Position, and Responsibilities in the Company and Important Concurrent Positions</th><th>Number of Shares of the Company owned</th></tr>
<tr><td rowspan="2">13</td><td>Bo Yang
(Jul.20, 1975)

Candidate for Reappointment

Candidate for Outside Director</td><td>May 2000 Joined Ford Motor Company
May 2000 Research Associate, Powertrain Division, Ford Motor Company
Jan. 2002 Joined Navistar Inc.
Jan. 2002 Sr. Product Engineer, Powertrain Department, Navistar Inc.
Sep. 2014 General Manager, Global Business-China, Navistar Inc.
Jan. 2016 Joined BorgWarner Inc.
Jan. 2016 General Manager, Emissions & Thermal System China, f BorgWarner Inc.
Jan. 2019 Joined Eaton Corporation
Jan. 2019 Vice President & General Manager, Vehicle Group and eMobility China, Eaton Corporation (to present)
Jun. 2019 Director of the Company

(Important Concurrent Position at Other Company)
Vice President & General Manager, Vehicle Group an eMobility China, Eaton Corporation</td><td>0</td></tr>
<tr><td colspan="2">Reasons for the nomination as candidate for outside director:
Mr. Yang, with personal traits required of a director such as superior insights and high ethics, has been engaged in global business in the automobile industry for years, to accumulate professional knowledge and abundant experiences. He has given advice for management-related items of the Company as outside director, based on his abundant experiences and broad knowledge since June 2019, to fulfill his duties sufficiently. He has been nominated as an outside director based on expectations that he will contribute to business deployment of the Company in future, by continuously giving advice for management-related items of the Company belonging to the automobile industry.</td></tr>
</table>

(Note) 1. There are no special conflicts of interests between any candidates for directors and the Company.

2. The Company has entered into contracts with Mr. Kazuo Ishigaki, Ms. Mika Kumahira, Mr. Noriyuki Kimata and Mr. Bo Yang, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit the liability for damages under Article 423, Paragraph 1 of the said Act to the minimum amount set forth in Article 425, Paragraph 1 of the said Act. If the reappointment of each of them is approved, the Company plans to continue the said contracts with them.

3. Mr. Kazuo Ishigaki, Ms. Mika Kumahira, Mr. Noriyuki Kimata and Mr. Bo Yang are candidates for outside directors.

4. Mr. Kazuo Ishigaki and Ms. Mika Kumahira are notified to the Tokyo Stock Exchange, Inc. as independent directors/auditors stipulated by the Tokyo Stock Exchange, Inc.

5. Years of service after assumption of office as an outside director of the Company
(As of the conclusion of the Meeting)
Mr. Kazuo Ishigaki: two (2) years
Ms. Mika Kumahira: one (1) year
Mr. Noriyuki Kimata: seven (7) years
Mr. Bo Yang: one (1) year

Proposal #3: Election of Four (4) Company Auditors

The term of the four (4) company auditors, Mr. Koji Kikuchi, Mr. Hiroaki Watanabe, Mr. Hideya Shimoyama, and Mr. Akio Yamada, will expire at the conclusion of the Meeting. Accordingly, it is requested that there be an election of four (4) company auditors.
With respect to the submission of this proposal, the approval of the Board of Company Auditors was obtained. The candidates for Company Auditors are as follows:

<table>
<tr><th>Candidate Number</th><th>Name
(Date of Birth)</th><th colspan="2">Bio, Position, and Responsibilities in the Company
and Important Concurrent Positions</th><th>Number of Shares of the Company owned</th></tr>
<tr><td rowspan="2">1</td><td>Koji Kikuchi
(Apr. 12, 1959)

Candidate for Reappointment</td><td>Apr. 1983
Jul. 1987
Apr. 2008
Jun. 2012
Jun. 2016</td><td>Joined Komatsu Electronics (current, KELK Ltd.)
Joined the Company
Manager of Tokyo Sales Office, Sales Department, Sales Division of the Company
General Manager of Corporate Governance Department of the Company
Company Auditor of the Company (to present)</td><td rowspan="2">5,000</td></tr>
<tr><td colspan="3">Reasons for the nomination as candidate for company auditor:
Mr. Kikuchi, with personal traits required of a company auditor such as superior insights and high ethics, has been engaged in sales and purchase departments for years, to be well acquainted with the Company’s business. In addition, he has abundant experiences and achievements in internal control audit of the Company and group companies, by endeavoring to develop deployment of internal control, compliance risk management and others. He has fulfilled his duties sufficiently as company auditor since June 2016, based on his abundant experiences and achievements. He has been nominated as company auditor based on expectations that he will fulfill his duties to audit appropriately the execution of director’s duties, and contribute to enhancement of corporate governance as well as maintenance and improvement of compliance of the Company.</td></tr>
</table>

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
2	Seiya Ozeki (Feb.8,1958) Candidate for New appointment	Mar. 1981 Joined the Company Jun. 2005 General Manager of Administration Department of the Company Apr. 2008 General Manager of Corporate Governance Department of the Company Jun. 2009 Project reader of Administration Reform Project of the Company Jan. 2010 General Manager of Business Planning Department and Business Planning Office as well as Project leader of Administration Reform Project of the Company Jun. 2010 Director of the Company Aug. 2010 General Manager of Business Planning Department and Business Planning Office of the Company Jun. 2011 General Manager of Business Planning Department of the Company Jun. 2016 Resigned from Director of the Company Jun. 2016 Seconded to Guangzhou Nittan Valve Co., Ltd. (to present)	12,300
	Reasons for the nomination as candidate for company auditor: Mr. Ozeki, with personal traits required of a company auditor such as superior insights and high ethics, has been engaged in Business Planning Department for years, and contributed to global deployment of the group companies including overseas subsidiaries, to be well acquainted with the Company's business. In addition, he has abundant experiences and achievements in internal control audit. In taking into account these achievements, he has been nominated as company auditor based on expectations that he will audit appropriately the execution of director's duties, and contribute to enhancement of corporate governance as well as maintenance and improvement of compliance of the Company.		

<table>
<tr><th>Candidate Number</th><th>Name
(Date of Birth)</th><th>Bio, Position, and Responsibilities in the Company and Important Concurrent Positions</th><th>Number of Shares of the Company owned</th></tr>
<tr><td rowspan="2">3</td><td>Akio Yamada
(Feb. 24, 1955)

Candidate for Reappointment

Candidate for Outside Company Auditor

Candidate for Independent Company Auditor</td><td>Nov. 1978 Joined Tokyo Office of Peat Marwick Mitchell & Company (current, KPMG AZSA LLC)
Apr. 1982 Registered as Certified Public Accountant
Aug. 2009 Partner of KPMG AZSA LLC
Jul. 2017 Opened Yamada Akio CPA Office (to present)
Jun. 2018 Company Auditor of the Company (to present)
Jun. 2018 Auditor of Pfizer Health Research Foundation (to present)
Jul. 2018 Outside Company Auditor of Rakuten Insurance Holdings Co., Ltd. (to present)

(Important Concurrent Position at Other Company)
Yamada Akio CPA Office
Auditor of Pfizer Health Research Foundation
Outside Company Auditor of Rakuten Insurance Holdings Co., Ltd.</td><td>0</td></tr>
<tr><td colspan="2">Reasons for the nomination as a candidate for outside company auditor:
Mr. Yamada, with personal traits required of a company auditor such as superior insights and high ethics, has expertise and experience in the field of finance and accounting accumulated as certified public accountant. He has fulfilled sufficiently his duties as outside company auditor, based on his abundant experiences and broad knowledge since June 2018.He has been nominated as an outside company auditor based on expectations that he will help continuously to enhance the supervisory function of the board of directors of the Company by reflecting his specialized knowledge and abundant experience on the audit of the Company. Comprehensively taking his above-mentioned expertise and experience into account, we consider that he is capable of performing his duties as outside company auditor in an appropriate manner, although he has not been involved in management of companies in any ways other than being an outside company auditor.</td></tr>
</table>

<table>
<tr><th>Candidate Number</th><th>Name
(Date of Birth)</th><th>Bio, Position, and Responsibilities in the Company and Important Concurrent Positions</th><th>Number of Shares of the Company owned</th></tr>
<tr><td rowspan="2">4</td><td>Mitsukazu Kudo
(Aug. 22, 1961)
Candidate for Reappointment
Candidate for Outside Company Auditor
Candidate for Independent Company Auditor</td><td>Apr. 1985 Joined the Bank of Yokohama, Ltd.
Aug. 2008 Deputy General Manager of Credit Department of The Bank of Yokohama, Ltd.
Apr. 2013 Executive Officer and General Manager of Risk Management Department of The Bank of Yokohama, Ltd.
Apr. 2016 Executive Officer of Concordia Financial Group Ltd.
Apr. 2018 President and Representative Director of Yokohama Guarantee Co., Ltd.
Apr. 2018 President and Representative Director of Hamagin Mortgage Service Co., Ltd.
May 2020 Adviser of YOKOHAMA SHINKO Co., Ltd. (to present)

(Important Concurrent Position at Other Company)
Adviser of YOKOHAMA SHINKO Co., Ltd.</td><td rowspan="2">0</td></tr>
<tr><td colspan="2">Reasons for the nomination as a candidate for outside company auditor:
Mr. Kudo, with personal traits required of a company auditor such as superior insights and high ethics, has substantial expertise and experience accumulated in his working for financial institutes for years. In addition, he serves as officer in several companies, to have abundant experiences for corporate management. In taking into account these achievements, he has been nominated as an outside company auditor based on expectations that he will help continuously to enhance the supervisory function of the board of directors of the Company by reflecting his specialized knowledge and abundant experience on the audit of the Company.</td></tr>
</table>

(Note) 1. There are no special conflicts of interests between each candidate for company auditor and the Company.

2. The Company has entered into contracts with Mr. Koji Kikuchi and Mr. Akio Yamada, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit the liability for damages under Article 423, Paragraph 1 of the said Act to the minimum amount set forth in Article 425, Paragraph 1 of the said Act. If the reappointment of each of them is approved, the Company plans to continue the said contracts with them. In addition, if the appointment of Mr. Seiya Ozeki and Mr. Mitsukazu Kudo is approved, the Company plans to enter into the same contracts with them.

3. Mr. Akio Yamada and Mr. Mitsukazu Kudo are candidates for outside company auditors.

4. Mr. Akio Yamada is notified to the Tokyo Stock Exchange, Inc. as independent director/auditor stipulated by the Tokyo Stock Exchange, Inc. In addition, if Mr. Mitsukazu Kudo assumes office as outside company auditor, he is to become independent auditor stipulated by the Tokyo Stock Exchange.

5. Years of service after assumption of office as an outside company auditor of the Company
(As of the conclusion of the Meeting)
Mr. Akio Yamada: two (2) years

Proposal #4: Determination of compensation in order to grant transfer-restricted shares to Directors

Although the annual amount of compensation within JPY 350,000 thousand (Provided, however, that, a portion of compensation for employees is excluded) for directors (Outside directors excluded. Hereinafter referred to as "subjected directors") of the Company was approved at the 84th annual general meeting of shareholders held on June 23, 2006, we would like to request an approval for new payment of compensation to grant transfer-restricted shares to the subjected directors, by special frame different from the said compensation frame, in order to provide incentives to intend sustainable improvement in corporate value of the Company, as well as promote further sharing of value between the subjected directors and shareholders.
With respect to the total amount of monetary compensation to be paid to the subjected directors in order to grant transfer-restricted shares, based on this proposal, the annual amount shall be within JPY 30,000 thousand, as an appropriate amount in taking into account the said purpose.

In addition, the subjected director shall contribute in kind for the amount in full of the monetary claims derived from this proposal based on the resolution at the Board of Directors' meeting to receive issuance or disposal of common shares of the Company. With respect to the common shares to be issued or disposed, the annual total number is within 140,000 shares (Provided, however, that, in cases where splitting (including allotment of shares without contribution for the Company's common shares) or consolidation of shares for the Company's common shares is conducted, or adjustment of upper limit of the total number of allocated shares conforming to the said cases, upper limit of this total number may be appropriately adjusted.), and the payment amount per share shall be the closing price of the Company's common share at the Tokyo Stock Exchange on the business day prior to the date of resolution at the Board of Directors' meeting (when a transaction is not closed on the said day, it shall be the closing price of the day immediately prior to the day.). Furthermore, when Proposal #2, "the Appointment of 13 directors" is approved and passed as drafted, 9 directors will be subjected.

In issuance or disposal of the Company's common shares due to this, the transfer-restricted share allocation contract which contains the summarized contents mentioned below (hereinafter referred to as "this allocation contract") shall be concluded between the Company and the subjected directors.

(1) Transfer-restricted period

The subjected director shall not follow the procedures, such as transfer, setting of security interests, and others (hereinafter referred to as "restriction on transfer") for the Company's shares allocated (hereinafter referred to as "these allocated shares") due to this allocation contract, during the period between the date to receive allocation due to this allocation contract and the date of retirement from the post of director (hereinafter referred to as "the transfer-restricted period").

(2) Removal of restriction on transfer

The Company shall remove restriction on transfer for all of these allocated shares, at the time immediately after the expiration of this transfer-restricted period, on condition that he/ she occupied the position of director during the transfer-restricted period. Provided, however, that, when he/she loses the position of director, preceding the expiration of certain period, due to the grounds that the Board of Directors finds justifiable, the number of these allocated shares of which restriction on transfer is to be removed shall be determined by this allocation contract and the Regulations of Transfer-restricted Share-based Compensation prescribed by the Company.

(3) Free acquisition of these allocated shares

When the subjected director retired, due to the grounds other than those which are found justifiable by the Board of Directors, or when he/she falls under certain grounds prescribed in this allocation contract, the Company shall acquire these allocated shares for free, as a matter of course.

In addition, the Company shall acquire these allocated shares of which restriction on transfer is not removed pursuant to provision (2) mentioned above, for free, as a matter of course, at the time of expiration of the transfer-restricted period.

(4) Handling in the case of organizational restructuring and others

Despite of provision (1) mentioned above, when the merger contract that the Company becomes an extinct company, the share exchange agreement or the share transfer plan to make the Company become a wholly owned subsidiary, and other items related to organizational restructuring and others are approved at the general meeting of shareholders of the Company (Provided, however, that, when the approval for the said organizational restructures and others at the general meeting of the shareholders is not required, it shall be approved at the Board of Directors' meeting.) during the transfer-restricted period, the Company shall remove the restriction on transfer for these allocated shares of which number is determined appropriately in taking into consideration the period between the date of commencement of the transfer-restricted period and the date of enforcement of the said organizational restructuring and others, preceding the date of enforcement of the said organizational restructuring and others. In addition, in this case, the Company shall acquire these allocated shares of which restriction on transfer is not removed at the time immediately after the removal of restriction on transfer, for free, as a matter of course.

(5) Other items to be prescribed at the Board of Directors' meeting

Besides the items mentioned above, the method of manifestation of intention and that of notification in this allocation contract, the method of revision of this allocation contract, and other items to be determined at the Board of Directors' meeting shall be the contents of this allocation contract.

In addition, the shares allocated to the subjected director due to this system will be managed in an exclusive account of the brokerage designated by the Company, opened by the subjected director during the transfer-restricted period, in order that he/she may not follow the procedures, such as transfer, setting of security interests and others, during the transfer-restricted period.

END